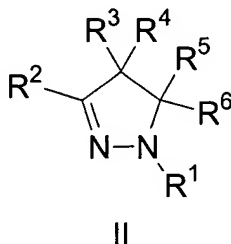


In the claims:

1.-2. (Previously cancelled)

3. (Currently amended) A compound of the Formula II,



wherein:

a is 0 or 1;

b is 0 or 1;

m is 0, 1, or 2;

R¹ is selected from:

- 1) (C=O)C₁-C₁₀ alkyl,
- 7) (C=O)OC₁-C₁₀ alkyl, and
- 8) (C=O)NR⁷R⁸,

said alkyl is optionally substituted with one or more substituents selected from R⁷; or

R² is ~~selected from~~ phenyl;

said phenyl is optionally substituted with one or more substituents selected from (C=O)_aO_bC₁-C₁₀ alkyl, (C=O)_aO_baryl, CO₂H, halo, CN, or (C=O)_aNR⁹R¹⁰ or CHO;

R³ and R⁴ are hydrogen;

R⁵ is selected from:

- 1) H, and
- 2) C₁-C₁₀ alkyl,

said alkyl is optionally substituted with one or more substituents selected from R⁷;

R⁶ is phenyl;

said phenyl is optionally substituted with one or more substituents selected from R⁷,

R⁷ is:

- 1) (C=O)_aO_bC₁-C₁₀ alkyl,
- 2) (C=O)_aO_baryl,
- 3) CO₂H,
- 4) halo,
- 5) CN,
- 6) OH,
- 7) O_a(C=O)_bNR⁹R¹⁰, and
- 8) CHO,

said alkyl, and aryl are optionally substituted with one, two or three substituents selected from R⁸;

R⁸ is selected from:

- 1) (C=O)_rO_s(C₁-C₁₀)alkyl, wherein r and s are independently 0 or 1,
- 2) O_r(C₁-C₃)perfluoroalkyl, wherein r is 0 or 1,
- 3) oxo,
- 4) OH,
- 5) halo,
- 6) CN,
- 7) (C₂-C₁₀)alkenyl,
- 8) (C₂-C₁₀)alkynyl,
- 9) (C=O)_rO_s(C₃-C₆)cycloalkyl,
- 10) (C=O)_rO_s(C₀-C₆)alkylene-aryl,
- 11) (C=O)_rO_s(C₀-C₆)alkylene-heterocyclyl,
- 12) (C=O)_rO_s(C₀-C₆)alkylene-N(R^b)₂,
- 13) C(O)R^a,
- 14) (C₀-C₆)alkylene-CO₂R^a,
- 15) C(O)H,
- 16) (C₀-C₆)alkylene-CO₂H, and
- 17) C(O)N(R^b)₂,
- 18) S(O)_mR^a, and
- 19) S(O)₂NR⁹R¹⁰

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, and N(R^b)₂;

R⁹ and R¹⁰ are independently selected from:

- 1) H,
- 2) (C=O)O_bC₁-C₁₀ alkyl,
- 3) (C=O)O_bC₃-C₈ cycloalkyl,
- 4) (C=O)O_baryl,
- 5) (C=O)O_bheterocyclyl,
- 6) C₁-C₁₀ alkyl,
- 7) aryl,
- 8) C₂-C₁₀ alkenyl,
- 9) C₂-C₁₀ alkynyl,
- 10) heterocyclyl,
- 11) C₃-C₈ cycloalkyl,
- 12) SO₂R^a, and
- 13) (C=O)NR^b₂,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R⁸, or

R⁹ and R¹⁰ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁸;

R^a is (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl; and

R^b is H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl or S(O)₂R^a.

4. (Currently amended) The compound according to Claim 3 or a pharmaceutically acceptable salt or stereoisomer thereof, wherein:

R¹ is selected from:

- 1) (C=O)C₁-C₁₀ alkyl, and
- 4) (C=O)OC₁-C₁₀ alkyl,

said alkyl, ~~aryl, cycloalkyl, and heterocyclyl~~ is optionally substituted with one, two or three substituents selected from R⁷;

R² is phenyl,

said phenyl is optionally substituted with one or more substituents selected from (C=O)_aO_bC₁₋₁₀ alkyl, (C=O)_aO_baryl, CO₂H, halo, CN, O_a(C=O)_bNR⁹R¹⁰ or CHO;

R³ and R⁴ are hydrogen;

R⁵ is selected from:

- 1) H, and
- 2) C₁-C₁₀ alkyl,

said alkyl is optionally substituted with one or more substituents selected from R⁷;

R⁶ is phenyl:

said phenyl is optionally substituted with one or more substituents selected from R⁷, and R⁷, R⁸, R⁹, R¹⁰, R^a and R^b are as described in Claim 3.

5. (Previously cancelled) .

6. (Previously amended) A compound selected from:

3-[1-acetyl-3-(2-chlorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[3-(2-chlorophenyl)-1-isobutyryl-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-acetyl-3-(2-chlorophenyl)-5-methyl-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-acetyl-3-(2,5-difluorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-Acetyl-3-(2-fluorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-Acetyl-3-(3-bromophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-Acetyl-3-(2,3-dichlorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-Acetyl-3-(2,5-dichlorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-Propionyl-3-(2-chlorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

3-[1-Isobutyryl-3-(2-chlorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

1-Acetyl-3-(2-chlorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazole

1-Acetyl-3-(3-chlorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazole

1-Acetyl-3-(2,5-difluorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazole

3-(2,5-difluorophenyl)- N,N-dimethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-(3-hydroxyphenyl)-N,N-dimethyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)- N,N-diethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

1-acetyl-3-(2,5-difluorophenyl)-5-methyl-5-phenyl-4,5-dihydro-1H-pyrazole

3-(2,5-difluorophenyl)-N,5-dimethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-N,N,5-trimethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-ethyl-N-methyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-(hydroxymethyl)-N-methyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

ethyl [3-(2,5-difluorophenyl)-5-methyl-5-phenyl-4,5-dihydro-1H-pyrazol-1-yl]acetate

ethyl [3-(2,5-difluorophenyl)-5-phenyl-4,5-dihydro-1H-pyrazol-1-yl]acetate

ethyl 2-[3-(2,5-difluorophenyl)-5-methyl-5-phenyl-4,5-dihydro-1H-pyrazol-1-yl]propanoate

3-(2,5-difluorophenyl)-5-[3-(dimethylamino)propyl]-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-N-ethyl-5-{3-[(1H-imidazol-2-ylcarbonyl)amino]propyl}-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

5-(2-aminoethyl)-3-(2,5-difluorophenyl)-N-methyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

5-(3-aminopropyl)-3-(2,5-difluorophenyl)-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

5-(3-aminobutyl)-3-(2,5-difluorophenyl)-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

5-[3-(benzoylamino)propyl]-3-(2,5-difluorophenyl)-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-[4-(dimethylamino)butyl]-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-5-[4-(dimethylnitro)but-1-yl]-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

5-[4-(benzylamino)butyl]-3-(2,5-difluorophenyl)-N-ethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

3-(2,5-difluorophenyl)-N-ethyl-5-phenyl-5-{4-[(pyridin-4-ylmethyl)amino]butyl}-4,5-dihydro-1H-pyrazole-1-carboxamide

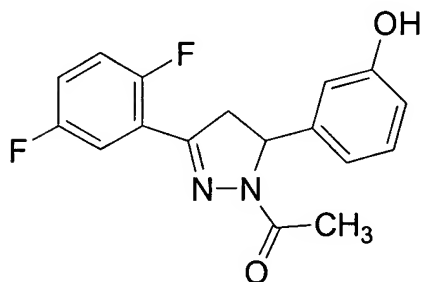
5-(3-amino-3-phenylpropyl)-3-(2,5-difluorophenyl)-N,N-dimethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

or a pharmaceutically acceptable salt or stereoisomer thereof.

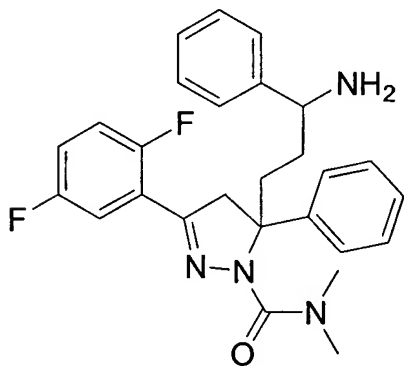
7. (Previously cancelled)

8. (Previously amended) The compound according to Claim 3 which is selected from:

3-[1-acetyl-3-(2,5-difluorophenyl)-4,5-dihydro-1H-pyrazol-5-yl]phenol

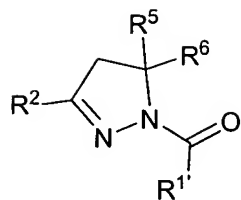


5-(3-amino-3-phenylpropyl)-3-(2,5-difluorophenyl)-N,N-dimethyl-5-phenyl-4,5-dihydro-1H-pyrazole-1-carboxamide

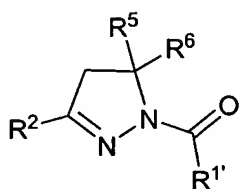


or a pharmaceutically acceptable salt or stereoisomer thereof.

9. (Previously amended) A compound selected from:



R^2	R^5	R^6	$R^{1'}$
2,5-dichlorophenyl	H	Ph	NMe ₂
2-fluoro-5-cyanophenyl	H	Ph	NMe ₂
2-fluoro-5-bromophenyl	H	Ph	NMe ₂
2-fluoro-5-chlorophenyl	H	Ph	NMe ₂
2-fluoro-5-nitrophenyl	H	Ph	NMe ₂

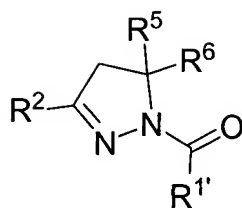


R^2	R^5	R^6	$R^{1'}$
2,5-difluorophenyl	H	3-hydroxyphenyl	NMe ₂
2,5-difluorophenyl	H	4-hydroxyphenyl	NMe ₂
2,5-difluorophenyl	H	3-aminophenyl	NMe ₂
2,5-difluorophenyl	H	3-(acetylamino)phenyl	NMe ₂

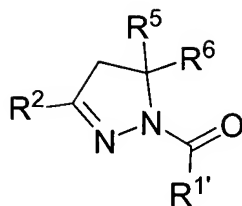
2,5-difluorophenyl

H

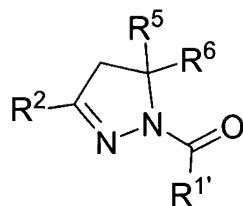
3-carboxyphenyl

NMe₂

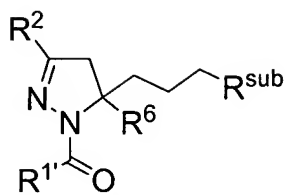
R ²	R ⁵	R ⁶	R ^{1'}
2,5-difluorophenyl	H	Ph	 NH ₂
2,5-difluorophenyl	H	Ph	 NH ₂
2,5-difluorophenyl	H	Ph	 NH ₂



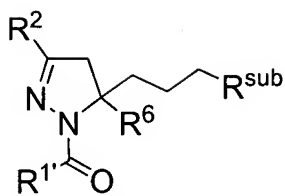
R ²	R ⁵	R ⁶	R ^{1'}
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	



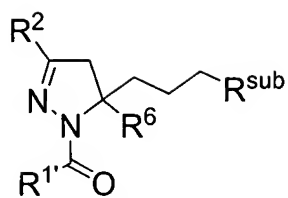
R^2	R^5	R^6	$R^{1'}$
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	
2,5-difluorophenyl	H	Ph	



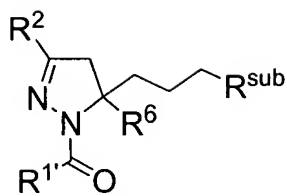
R^2	R^{sub}	R^6	$R^{1'}$
2,5-difluorophenyl	NH_2	Ph	
2,5-difluorophenyl	NH_2	Ph	
2,5-difluorophenyl	NH_2	Ph	



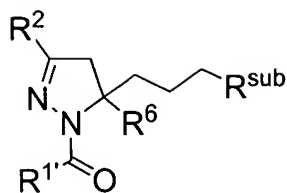
R^2	R^{sub}	R^6	$R^{1'}$
2,5-difluorophenyl	NH ₂	Ph	
2,5-difluorophenyl	NH ₂	Ph	
2,5-difluorophenyl	NH ₂	Ph	
2,5-difluorophenyl	NH ₂	Ph	



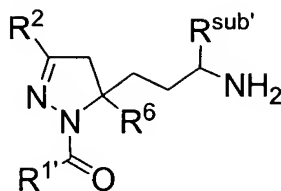
R^2	R^{sub}	R^6	$R^{1'}$
2,5-difluorophenyl	NH_2	Ph	
2,5-difluorophenyl	NH_2	Ph	
2,5-difluorophenyl	NH_2	Ph	



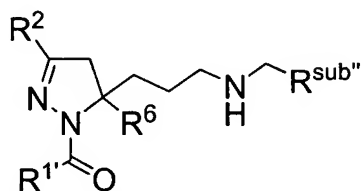
R^2	R^{sub}	R^6	$R^{1'}$
2,5-difluorophenyl	NH_2	3-hydroxyphenyl	NMe_2
2,5-difluorophenyl	NH_2	4-hydroxyphenyl	NMe_2
2,5-difluorophenyl	NH_2	3-aminophenyl	NMe_2
2,5-difluorophenyl	NH_2	3-(acetylamino)phenyl	NMe_2
2,5-difluorophenyl	NH_2	3-carboxyphenyl	NMe_2
2,5-difluorophenyl	NH_2	3-tetrazolylphenyl	NMe_2



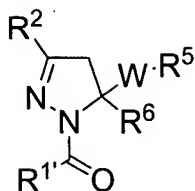
R^2	R^{sub}	R^6	$R^{1'}$
2,5-dichlorophenyl	NH_2	Ph	NMe_2
2-fluoro-5-cyanophenyl	NH_2	Ph	NMe_2
2-fluoro-5-bromophenyl	NH_2	Ph	NMe_2
2-fluoro-5-chlorophenyl	NH_2	Ph	NMe_2
2-fluoro-5-nitrophenyl	NH_2	Ph	NMe_2



R^2	$R^{sub'}$	R^6	$R^{1'}$
2,5-difluorophenyl	phenyl	Ph	NMe ₂
2,5-difluorophenyl	4-trifluoromethylphenyl	Ph	NMe ₂
2,5-difluorophenyl	4-chlorophenyl	Ph	NMe ₂
2,5-difluorophenyl	CO ₂ Me	Ph	NMe ₂
2,5-difluorophenyl	CONH ₂	Ph	NMe ₂



R^2	$R^{sub''}$	R^6	$R^{1'}$
2,5-difluorophenyl	phenyl	Ph	NMe ₂
2,5-difluorophenyl	4-trifluoromethylphenyl	Ph	NMe ₂
2,5-difluorophenyl	4-chlorophenyl	Ph	NMe ₂
2,5-difluorophenyl	CO ₂ Me	Ph	NMe ₂
2,5-difluorophenyl	4-cyanophenyl	Ph	NMe ₂



R^2	$W-R^5$	R^6	$R^{1'}$
2,5-difluorophenyl	$-CH_2CF_2CH_2NH_2$	Ph	NMe_2
2,5-difluorophenyl	$-CH_2OCH_2CH_2NH_2$	Ph	NMe_2
2,5-difluorophenyl	$-CH_2CH_2CH(CHF_2)NH_2$	Ph	NMe_2
2,5-difluorophenyl	$-CH_2OCF_2CH_2NH_2$	Ph	NMe_2
2,5-difluorophenyl	$-CH_2CH_2CF_2CH_2NH_2$	Ph	NMe_2
2,5-difluorophenyl	$-CH_2CH_2CH_2CH(CHF_2)NH_2$	Ph	NMe_2
2,5-difluorophenyl	$-CH_2CH(OH)CH_2CH_2NH_2$	Ph	NMe_2
2,5-difluorophenyl	$-CH_2CH(OH)CH_2NH_2$	Ph	NMe_2
2,5-difluorophenyl	$-CH_2C(O)CH_2CH_2NH_2$	Ph	NMe_2

or a pharmaceutically acceptable salt or stereoisomer thereof.

10. (Previously amended) A pharmaceutical composition that is comprised of a compound in accordance with Claim 3 and a pharmaceutically acceptable carrier.

11.- 36. (Previously cancelled)